

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

DAVID BURNETT AND DAVID NELSON as representatives of a class of similarly situated persons and on behalf of the WESTERN GLOBAL AIRLINES, INC. EMPLOYEE STOCK OWNERSHIP PLAN,

Plaintiffs,

v.

PRUDENT FIDUCIARY SERVICES, LLC, MIGUEL PARADES, JAMES K. NEFF, CARMIT P. NEFF, JAMES K. NEFF REVOCABLE TRUST DATED 11/15/12, CARMIT P. NEFF REVOCABLE TRUST DATED 11/15/12, KELLY S. NEFF TRUST DATED 1/1/10, DANIELLE J. NEFF TRUST DATED 1/1/10 and WGA TRUST DATED 8/16/13,

Defendants.

[PROPOSED] ORDER AWARDING ATTORNEYS' FEES, LITIGATION AND SETTLEMENT ADMINISTRATION EXPENSES, AND SERVICE AWARDS

Having considered Plaintiffs' Motion for Attorneys' Fees, Litigation and Settlement Administration Expenses, and Service Awards and all papers filed in connection therewith:

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED as follows:

1. All of the capitalized terms used herein shall have the same meanings as set forth in the Settlement Agreements dated July 8, 2024 and September 20, 2024 and filed with the Court. (D.I. 143-1, Exs. A, B).

2. This Court has jurisdiction over the subject matter of this application and all matters relating thereto, including all members of the Settlement Class.

3. The Court approves the award of 29% of the Settlement Amount, or \$4,205,000, to Plaintiffs' counsel (hereinafter, "Class Counsel") to be paid from the Settlement Amount. This Court finds that an award of 29% of the Settlement Amount is appropriate, fair, and reasonable given the risks of non-recovery, the time and effort involved, and the result obtained for the Settlement Class. The billing rates provided to the Court in connection with the application for attorneys' fees are also reasonable, particularly given the complexity of the case and the skill and expertise of Class Counsel.

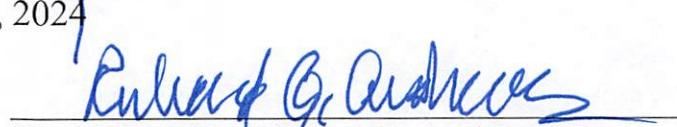
4. Class Counsel is also awarded an expense reimbursement of \$244,675.08 for Litigation Expenses, which are reasonable and the type of expenses that would normally be charged to a fee-paying client. The attorneys' fees and expenses shall be paid to Class Counsel in accordance with the terms of the Settlement Agreements. No other fees may be awarded to Class Counsel in connection with the Settlements absent further order of this Court.

5. The Court further finds that settlement administration expenses of \$12,892 to be paid to Simpluris, and independent fiduciary fees of \$15,000 to Fiduciary Counselors, are fair and reasonable. The settlement administration expenses and independent fiduciary fees, which total \$27,892, shall be deducted from the Settlement Amount in accordance with the terms of the Settlement Agreements.

5. The Court further finds that Service Awards for Class Representatives David Burnett and David Nelson of \$25,000 each, are fair and reasonable, and the Court approves of the Service Awards in those amounts. The Court directs the Settlement Administrator to disburse these amounts to the Class Representatives as provided in the Settlement Agreements.

Dated:

Jan. 14, 2024⁵


The Honorable Richard G. Andrews
United States District Judge